



## THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

May 8, 1990

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

RECORDATION NO

0-130A047

FILED 143

MAY 10 1990 -2:35 PM  
INTERSTATE COMMERCE COMMISSION

MAY 10 1990 -2:35 PM

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423Re: Equipment Trust Agreement (Series P-3)  
Recordation No. 14365  
Recordation Date: July 11, 1984

Dear Sir or Madam:

Enclosed are the original and two certified copies of the First Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Bankers Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior AttorneyPJA/jf  
UTC/ICC  
EnclosuresMAY 10 2 17 PM '90  
RECEIVED

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/25/90

OFFICE OF THE SECRETARY

Patrick J. Allen  
Senior Attorney  
The Marmon Group, Inc  
225 West Washington, St  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/10/90 at 2:15pm, and assigned recordation number(s). 14365-C&D, 13373-J&K, 13199-H&I, 12791-J&K

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 14365 FILED 1425 C

MAY 10 1990 -2:35 PM  
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

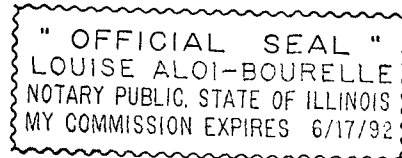
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Supplemental Trust Agreement dated February 14, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of May, 1990.

  
Notary Public

UTCICC



FIRST SUPPLEMENTAL TRUST AGREEMENT  
UNION TANK CAR COMPANY (SERIES P-3)

RECORDATION OF 14365 C  
MAY 10 1990 - 2:35 PM  
INTERSTATE COMMERCE COMMISSION

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Bankers Trust Company, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated June 15, 1984, providing for the issue of its Equipment Certificates (Series P-3) in aggregate principal amount of \$50,000,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

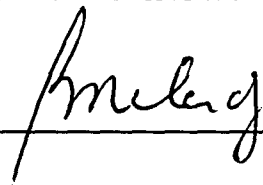
  
R. C. Gluth,  
Executive Vice President

Attest:

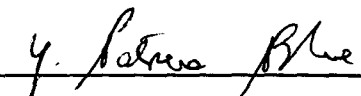
  
\_\_\_\_\_  
Robert W. Webb, Secretary

BANKERS TRUST COMPANY

By: \_\_\_\_\_



Attest:

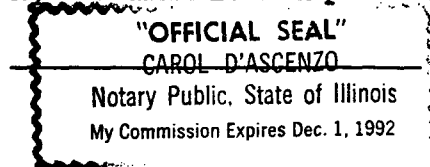
  
\_\_\_\_\_  
J. Palmer Blue  
Assistant Secretary

STATE OF ILLINOIS     )  
                                  )   SS  
COUNTY OF COOK        )

On February 14, 1990, before me, a Notary Public, personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo  
Notary Public

My Commission Expires:



STATE OF NEW YORK     )  
                                  )   SS  
COUNTY OF \_\_\_\_\_ )

On this 20<sup>th</sup> day of April, 1990, before me, a Notary Public, personally came Rosemary Melendez, to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT SECRETARY of Bankers Trust Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Desiree Marshall  
Notary Public

My Commission Expires:

2-17-91

DESIREE MARSHALL  
Notary Public, State of New York  
No. 24-4885294  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires February 17, 1991

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
P 3 SERIES P3 02/14/90

PAGE

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CD CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 641745	T105	20,000	GAL	1	1	12	89	\$ 61,962	\$ 61,446
UTLX 641746	T105	20,000	GAL	1	1	12	89	61,962	61,446
UTLX 641769	T105	20,000	GAL	1	1	12	89	61,962	61,446
UTLX 641681	T106	23,500	GAL	1	1	10	89	62,733	61,687
UTLX 641685	T106	23,500	GAL	1	1	10	89	62,733	61,687
UTLX 641689	T106	23,500	GAL	1	1	10	89	62,733	61,687
UTLX 641747	T105	20,000	GAL	1	1	01	90	61,962	61,704
UTLX 641768	T105	20,000	GAL	1	1	01	90	61,962	61,704
UTLX 201154	T107	26,800	GAL	1	1	10	89	56,444	55,503
-----									-----
NUMBER OF CARS		9						\$ 554,453	\$ 548,310

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 02/14/90

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: P003

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
5	T105	20,000	641745-641747,641768-641769
3	T106	23,500	641681,641685,641689
1	T107	26,800	201154
-----			
9	TOTAL		



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
P 3 SERIES P3 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CD CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 12480	TL	20,000	GAL	1 1	03/83 09/87	\$ 61,402	\$ 40,167
UTLX 24577	TM	14,000	GAL	1 1	11/82 10/88	46,159	29,426
UTLX 41022	TM	30,000	GAL	1 1	07/83 11/89	52,131	34,971
UTLX 48122	TM	20,000	GAL	1 1	08/82 09/85	53,796	33,622
UTLX 61108	TM	13,200	GAL	1 1	04/84 09/89	46,987	33,282
UTLX 61149	TM	13,200	GAL	1 1	05/84 11/89	46,987	33,478
UTLX 66719	TM	17,600	GAL	1 1	07/83 05/87	55,337	37,122
UTLX 66723	TM	17,600	GAL	1 1	07/83 10/84	55,337	37,122
UTLX 66816	TM	17,600	GAL	1 1	01/84 10/84	55,287	38,471
UTLX 66823	TM	17,600	GAL	1 1	01/84 05/89	55,287	38,471
UTLX 66852	TM	17,600	GAL	1 1	02/84 11/85	50,000	35,000
UTLX 66991	TM	17,600	GAL	1 1	05/84 04/89	45,538	32,446
UTLX 67180	TM	20,000	GAL	1 1	12/83 01/89	57,920	40,061
UTLX 68232	TM	23,500	GAL	1 1	03/83 01/87	66,415	43,446
UTLX 14847	TL	20,000	GAL	1 1	02/84 02/90	57,840	40,488
-----						-----	
NUMBER OF CARS		15				\$ 806,423	\$ 547,573

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - WRECKED/RETIRED CARS  
(2/14/90)

2/14/90

CERTIFICATE TRUST SERIES: P003

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TM	13,200	UTLX 61108, 61149
1	TM	14,000	24577
6	TM	17,600	66719, 66723, 66816, 66823, 66852, 66991
2	TL	20,000	12480, 14847
2	TM	20,000	48122, 67180
1	TM	23,500	68232
1	TM	30,000	41022
<hr/>			
15	TOTAL		